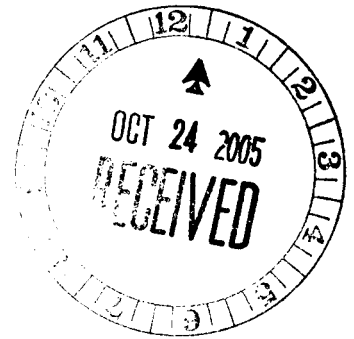


215035

LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LASALLE STREET - SUITE 1890
CHICAGO, ILLINOIS 60604-1112
TELEPHONE (312) 236-0204
FAX (312) 201-9695
mcfarland@aol.com



THOMAS F. MCFARLAND

October 21, 2005

By UPS overnight mail
(Monday delivery)

Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Unit, Suite 713
1925 K Street, N.W.
Washington, DC 20423-0001

Re: Finance Docket No. 34770, *D&W Railroad, LLC -- Acquisition Exemption --*
D&W Railroad, Inc.

Dear Mr. Williams:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1150.31, for filing with the Board in the above referenced matter.

Also enclosed is D&W Railroad, Inc.'s ck #168515 in the amount of \$1,500 for the filing fee.

ENTERED
Office of Proceedings

Part of
Public Record

Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicant

TMcf:kl:enc:wp8.0\1133\ltrstb1

FILED

NOV 1 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD



D&W RAILROAD, LLC -- ACQUISITION) FINANCE DOCKET
EXEMPTION -- D&W RAILROAD, INC.) NO. 34770

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. 1150.31**

D&W RAILROAD, LLC
21050 140th Street
Iowa Falls, IA 50126

Applicant

THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: October 24, 2005

BEFORE THE
SURFACE TRANSPORTATION BOARD



D&W RAILROAD, LLC -- ACQUISITION) FINANCE DOCKET
EXEMPTION -- D&W RAILROAD, INC.) NO. 34770

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. 1150.31**

Pursuant to the class exemption for noncarrier acquisition of rail lines at 49 C.F.R. § 1150.31 *et seq.*, D&W RAILROAD, LLC (“LLC”), a noncarrier, hereby files this Verified Notice of Exemption from the requirements of 49 U.S.C. § 10901 for its acquisition from D&W Railroad, Inc. (“INC”) of the following rail lines:

- (1) between Milepost No. 332.0 at Dewar, IA and Milepost 354.3 at Oelwein, IA;
- (2) between Milepost Nos. 245.58 and 245.0 at Oelwein, IA;
- (3) .32 miles of wye track at Oelwein, IA; and
- (4) incidental trackage rights over Union Pacific Railroad Company (UP) between Milepost No. 332.0 at Dewar, IA and Milepost No. 326.2 at Linden Street, Waterloo, IA.

INC acquired those rail lines and approximately 23miles of yard tracks at Oelwein, IA from UP approximately two years ago. *See D&W Railroad, Inc. -- Acquisition Exemption -- Rail Lines of Union Pacific Railroad Company*, 2003 STB LEXIS 619 (Finance Docket No. 34401, notice served Oct. 8, 2003). INC’s yard tracks are being conveyed to a noncarrier third party in a transaction that does not require Board approval or exemption. *See* 49 U.S.C. § 10906. The rail

lines have been operated by Iowa Northern Railway Company (IANR). *See Iowa Northern Railway Company -- Operation Exemption -- Rail Lines of D&W Railroad, Inc.*, 2003 STB LEXIS 620 (Finance Docket No. 34402, notice served Oct. 8, 2003). IANR would continue to operate the lines under LLC's ownership. The gist of the transaction covered by this Notice is a transfer of the rail line assets (except the yard tracks) from INC to LLC.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

D&W Railroad, LLC, 21050 140th Street, Iowa Falls, IA 50126.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

Applicant's representative is Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement has been reached for transfer of the rail lines from INC to LLC.

(d) The operator of the property;

IANR

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject property,

D&W Railroad, Inc., 55 East Jackson Blvd., Suite 2200, Chicago, IL 60604-4166.

(2) The proposed time schedule for consummation of the transaction,

Consummation is scheduled no earlier than seven days after the filing of this Notice.

(3) The mile-posts of the subject property, including any branch lines,

- (1) between Milepost No. 332.0 at Dewar, IA and Milepost 354.3 at Oelwein, IA;
- (2) between Milepost Nos. 245.58 and 245.0 at Oelwein, IA;
- (3) .32 miles of wye track at Oelwein, IA; and
- (4) incidental trackage rights over Union Pacific Railroad Company (UP) between Milepost No. 332.0 at Dewar, IA and Milepost No. 326.2 at Linden Street, Waterloo, IA.

(4) The total route miles being acquired;

23.2 miles of owned rail lines and 5.8 miles of incidental trackage rights.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

The required map is attached as Appendix 1.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

The required certificate is attached as Appendix 2.

VERIFICATION

A verification of the facts in this Notice is attached as Appendix 3.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

Pursuant to 49 C.F.R. § 1105.6(c)(2) and 49 C.F.R. § 1105.7(b)(1), no environmental or historic documentation or report is required for the proposed acquisition.

LABOR PROTECTION

Pursuant to 49 U.S.C. § 10901(c), no labor protection is required for the proposed acquisition.

CAPTION SUMMARY

The required caption summary is attached as Appendix 4.

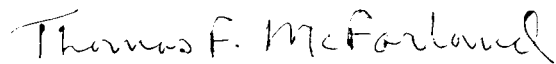
CONCLUSION

WHEREFORE, the Board should publish this Notice in the Federal Register within 30 days of its filing.

Respectfully submitted,

D&W RAILROAD, LLC
21050 140th Street
Iowa Falls, IA 50126

Applicant



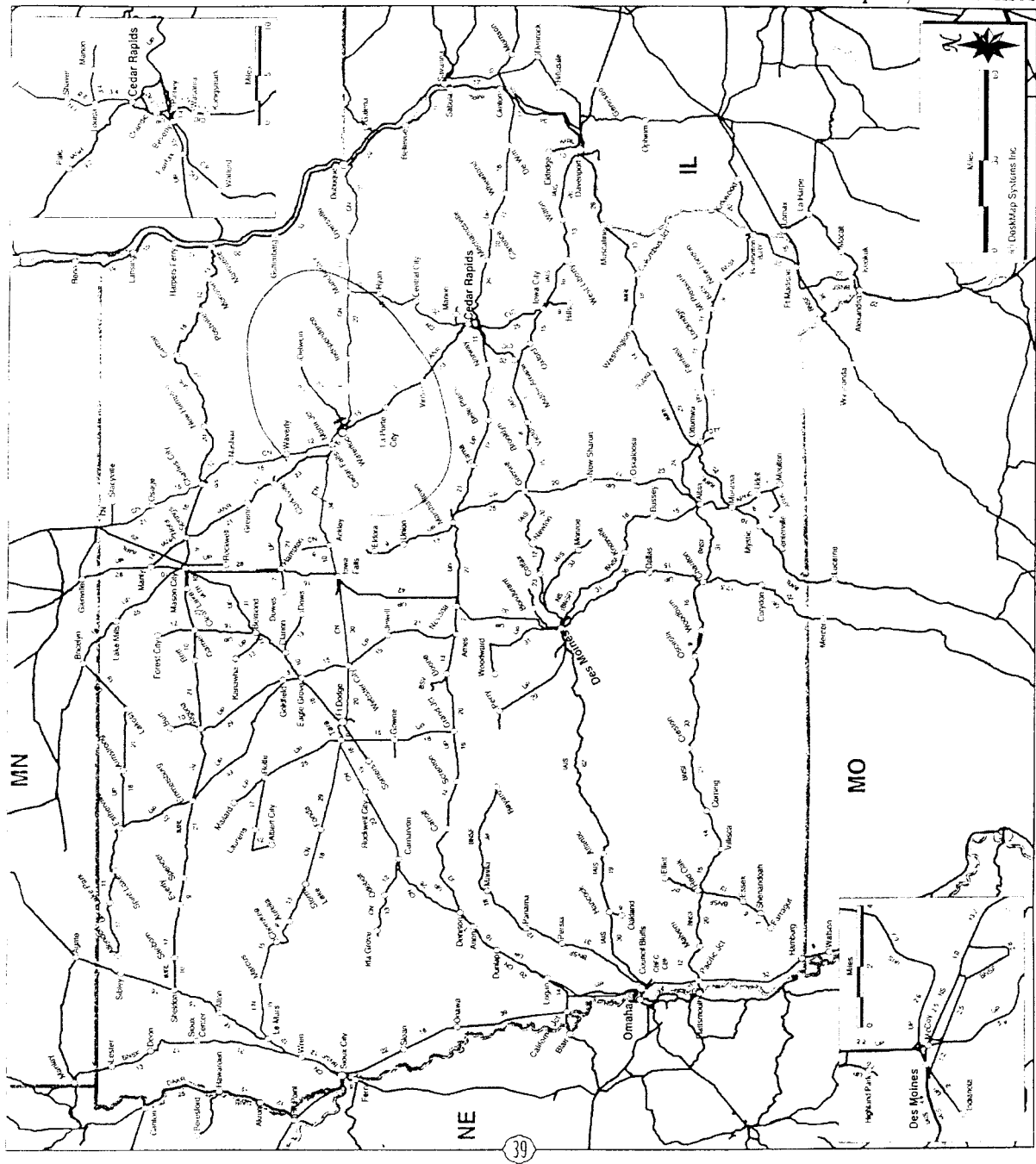
THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204

Attorney for Applicant

DATE FILED: October 24, 2005

APPENDIX 1

IOWA • Cedar Rapids, Des Moines



APPENDIX 2

CERTIFICATION

THOMAS F. McFARLAND, on oath, states that the projected revenues of D&W Railroad, LLC as a result of the acquisition in this docket would not exceed those that would qualify it as a Class III rail carrier.



Thomas F. McFarland

Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 21st
day of October, 2005.

Kathleen Lenihan

Notary Public

My commission expires: 1/29/2006

APPENDIX 3

VERIFICATION

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

THOMAS F. McFARLAND, being duly sworn on oath, deposes and states that he has read the notice in this docket, that he knows the contents thereof, and that the facts therein stated are true and correct.



Thomas F. McFarland
Thomas F. McFarland

SUBSCRIBED and SWORN
to before me this 21st
day of October, 2005.

Kathleen Lenihan
Notary Public

My commission expires: 1/29/2006

APPENDIX 4

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 34770)

**D&W RAILROAD, LLC
-- ACQUISITION EXEMPTION --
RAIL LINE OF D&W RAILROAD, INC.**

D&W Railroad, LLC ("LLC"), a noncarrier, has filed a notice of exemption from 49 U.S.C. § 10901 to acquire from D&W Railroad, Inc. the following railroad property:

- (1) between Milepost No. 332.0 at Dewar, IA and Milepost 354.3 at Oelwein, IA;
- (2) between Milepost Nos. 245.58 and 245.0 at Oelwein, IA;
- (3) .32 miles of wye track at Oelwein, IA; and
- (4) incidental trackage rights over Union Pacific Railroad Company (UP) between Milepost 332.0 at Dewar, IA and Milepost 326.2 at Linden Street, Waterloo, IA.

The rail property is referred to as the Waterloo Industrial Lead. It is located in Black Hawk, Buchanan and Fayette Counties, Iowa. It consists of approximately 29 miles of trackage, including incidental trackage rights.

Any comments must be filed with the Board and must be served on applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204.

This notice of exemption is filed under 49 C.F.R. § 1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

(SEAL)

By the Board